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SURFACE TRANSPORTATION
BOARD

AUG 31 2 58 PM '98

August 31, 1998

RECORDATION NO. 21439-A FILED

AUG 31 '98

2-58 PM

Recordation No. 21439-A

Dear Mr. Williams:

On behalf of Flex Leasing Corporation, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Amendment to Use Agreement ("Amendment"), executed August 31, 1998.

The parties to the enclosed Amendment are:

Flex Leasing Corporation
Suite 300
234 Front Street
San Francisco, CA 94111

- LESSOR

CSX Transportation, Inc.
J-220, Treasury Department
500 Water Street
Jacksonville, FL 32202

- LESSEE

The said Amendment, among other things, acts to change the markings on eleven units from LHRR to MS, as listed in Annex A to an existing lease, a memorandum of which is filed under Recordation No. 21439, and the Amendment should be filed under the next available letter under Recordation No. 21439, which letter we believe to be "-A."

The equipment covered by the instant Amendment is as identified in Annex A thereto (copy attached), namely eleven mill gondola cars.

A short summary of the Amendment to appear in the Surface Transportation Board Index is as follows:

A." "Covers 11, 52' mill gondolas, LHRR changed to MS numbers as listed in Annex

Please enter under this Recordation No. the following cross index reference:

ATTORNEYS AND COUNSELORS AT LAW

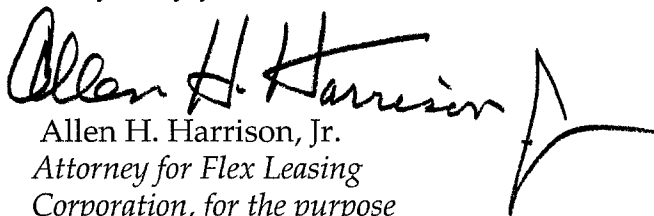
1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

"See Recordation No. 21092-G."

Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr.", followed by a large, stylized flourish.

Allen H. Harrison, Jr.
*Attorney for Flex Leasing
Corporation, for the purpose
of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8357-020

ANNEX A

Description of Equipment

Eleven (11) 52' Mill Gondola Railcars, all of which have the following car initials and numbers (all numbers are inclusive):

<u>Previous Car Initials and Numbers</u>	<u>Amended Car Initials and Numbers</u>
LHRR 3009 - LHRR 3010	MS 3009 - MS 3010
LHRR 3016	MS 3016
LHRR 3021	MS 3021
LHRR 3029	MS 3029
LHRR 3042	MS 3042
LHRR 3053	MS 3053
LHRR 3060	MS 3060
LHRR 3088	MS 3088
LHRR 3122	MS 3122
LHRR 3130	MS 3130

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MEMORANDUM OF AMENDMENT TO USE AGREEMENT

FLEX LEASING CORPORATION filed that certain Memorandum of Use Agreement with (i) the Surface Transportation Board, Recordation No. 21439 on May 28, 1998 and (ii) the Registrar General of Canada on the 29th day of May, A.D. 1998 at 2:55 p.m., relating to the use agreement described below:

That certain use agreement (the "Use Agreement") dated as of November 13, 1997, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, **CSX TRANSPORTATION, INC.**, a Virginia corporation ("Lessee"), having its chief executive office at 500 Water Street, J-220, Treasury Department, Jacksonville, Florida 32202.

Lessor and Lessee have amended the markings of the railcars to the use agreement to those identified in the attached Annex A and wish to amend the Memorandum of Use Agreement.

[Remainder of page intentionally left blank.]

IN WITNESS THEREOF, this Memorandum of Amendment to Use Agreement has been duly executed on this the 31st day of AUGUST, 1998.

FLEX LEASING CORPORATION

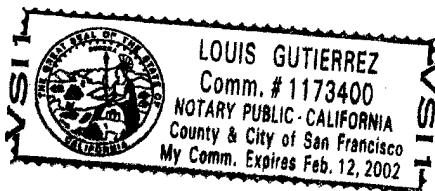
By: Ross Sullivan
Name: Ross Sullivan
Title: Treasurer

STATE OF CALIFORNIA)
) SS:
COUNTY OF SAN FRANCISCO)

On this the 26th day of August, 1998, personally came before me Ross Sullivan, who, being by me duly sworn, says he is Treasurer of FLEX LEASING CORPORATION and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said Treasurer acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 26th day of August, 1998.

SEAL



Louis Gutierrez
Notary Public
My commission expires: 2/12/2002

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LHRR 3021	MS 3021
LHRR 3029	MS 3029
LHRR 3042	MS 3042
LHRR 3053	MS 3053
LHRR 3060	MS 3060
LHRR 3088	MS 3088
LHRR 3122	MS 3122
LHRR 3130	MS 3130